

P96000015017

ANTHONY M. NARDELLA, JR.

Attorney & Counselor at Law
3117 Edgewater Drive
ORLANDO, FLORIDA 32804
Telephone (407) 648-9700
Fax (407) 648-5007

February 8, 1996

FILED
96 FEB 14 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Corporate Records Bureau
Divisions of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

RE: RICK ELLIOTT ENTERPRISES, INC.

300001714593
-02/14/96--01044--019
*****70.00 *****70.00

Gentlemen:

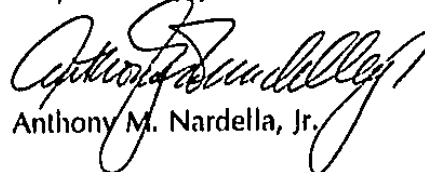
Enclosed please find an original and a copy of the Articles of Incorporation for the above referenced corporation.

Enclosed please also find our firm's check made payable to the Secretary of State in the sum of \$70.00 in order to defray your filing fee.

Please return the file stamped copy of the Articles of Incorporation in the enclosed self-addressed, stamped envelope.

If you have any questions, please feel free to contact the undersigned.

Very sincerely yours,



Anthony M. Nardella, Jr.

AMN/el1
Enclosures

R. CHESSEY FEB 19 1996

ARTICLES OF INCORPORATION

OF

RICK ELLIOTT ENTERPRISES, INC.

The undersigned, being of legal age and competent to contract, for the purpose of organizing a Corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I

NAME

The name of this Corporation shall be RICK ELLIOTT ENTERPRISES, INC.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence and become effective on the date these Articles of Incorporation are filed with the Department of State of Florida and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

PURPOSES AND GENERAL POWERS

The primary purpose of this Corporation shall be the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes to include but not be limited any and all lawful business, provided, however, that this Corporation shall have all the powers enumerated in the Florida Business Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

FILED
95 FEB 14 AM 8:35
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

- (d) To lend money to, and use its credit to assist, its officers and employees.
- (e) To purchase or otherwise acquire letters of Intent, concessions, licenses, inventions, rights and privileges, subject to royalty or otherwise, and whether exclusive, non-exclusive, or limited, or any part interest in any of the foregoing, whether in the United States or in any other part of the world; to sell, let or otherwise grant any patent rights, concessions, licenses, inventions, rights or privileges or any interest in any thereof; to register any patent or patents for any invention or inventions, or obtain exclusive or other privileges in respect of the same, in any part of the world, and to apply for, exercise, use or otherwise deal with any patent rights, concessions monopolies, or other rights or privileges either in the United States or in any other part of the world; to manufacture and produce, and trade and deal in all machinery, plant, articles, appliances, and other things capable of being manufactured, produced or traded in by virtue of or in connection with any such letters patent, concessions, licenses, inventions, rights or privileges as aforesaid.
- (f) To purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, share or other interest, in, or obligations of, other domestic or foreign corporations, association, partnerships or individuals, or direct or indirect obligations of the United States or of any other governmental district, or municipality or of any instrumentality thereof.
- (g) To aid in any manner any corporation, stock company, association, trust, trustee, government or governmental entity, or other person or entity whatsoever, whose stock, bonds, or other obligations or securities of any kind or character are held or are in any manner guaranteed by it, and to do any other acts or things for the preservation, protection or improvement or enhancement of the value of any property or rights or interests in property of any kind or character owned or held by it, and to do any acts or things, or refrain from doing any acts or things, designed for any such purpose.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.
- (i) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.
- (j) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (k) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Business Corporation Act or by other applicable law

within or without the State of Florida.

(l) To elect or appoint officers and agents and define their duties and fix their compensation.

(m) To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs.

(n) To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific or educational purposes.

(o) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.

(p) To transact any lawful business which its Board of Directors shall find will be in aid of governmental policy.

(q) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, retirement plans, benefit plans, stock option plans, and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(r) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(s) To have and exercise all powers necessary or convenient to effect its general purpose.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the corporation. It is hereby expressly provided that the foregoing enumerations of specific purposes shall not be held to limit or restrict in any manner the purposes of this Corporation otherwise permitted by law.

ARTICLE IV

CAPITAL STOCK

1. Number and Class of Shares Authorized; Par Value.

The capital stock authorized, the par value thereof, and the class of such stock shall

be as follows:

<u>Number Of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
10,000	\$.01	Common

2. Consideration for Shares.

The Board of Directors of the Corporation may authorize shares to be issued for consideration consisting of any tangible and intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation; provided that the Board of Directors determines that the consideration received or to be received is adequate, as provided by law.

3. Voting Rights.

The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

4. No Preemptive Rights.

No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or any other price.

ARTICLE V

**INITIAL PRINCIPAL OFFICE AND
INITIAL REGISTERED OFFICE AND AGENT**

1. The initial principal office of the Corporation shall be located at 1905 Bonanza Court, Winter Park, Seminole County, Florida 32792. The Corporation may change its principal office and its mailing address, or both, from time to time without amendment of these Articles of Incorporation.

2. The initial registered office of this Corporation shall be located at 1905 Bonanza Court, Winter Park, Seminole County, Florida 32792 and the initial registered agent of the Corporation at that address shall be Richard E. Elliott, Jr. The Corporation may

change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws. The name and street address of the initial directors of this Corporation are:

Richard E. Elliott, Jr.
1905 Bonanza Court
Winter Park, Florida 32792

Directors may be removed without cause.

ARTICLE VII

INCORPORATOR

The name and street address of the person signing these articles as Incorporator is:

Richard E. Elliott, Jr.
1905 Bonanza Court
Winter Park, Florida 32792

ARTICLE VIII

BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors.

ARTICLE IX

INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful

misconduct or gross negligence.

ARTICLE X

CONFLICTS OF INTEREST

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are peculiarly or otherwise interested in, or are the directors or officers of, such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be peculiarly or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a director or an officer of such other Corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE XI

LIMITED LIABILITY OF SHAREHOLDERS

The private property of the shareholders shall not be subject to payment of the Corporation's debts to any extent.

ARTICLE XII

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

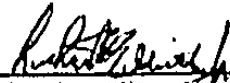
ARTICLE XIII

HEADINGS AND CAPTIONS

The headings or captions of these various articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation under the laws of the State of Florida to

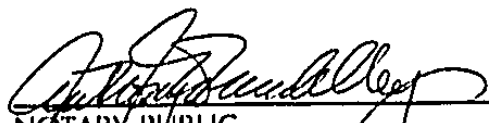
do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation, declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 8 day of February, 1996.

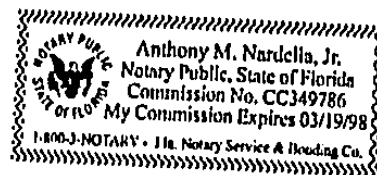

Richard E. Elliott, Jr.

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, Richard E. Elliott, Jr., known to me to be the individual described in and who executed the foregoing Articles of Incorporation, who presented his FL. Driver's license as identification and who acknowledged before me that he executed these Articles of Incorporation for uses the purposes therein expressed.

WITNESS my hand and seal in the County and State aforesaid this 8th day of February, 1996.


NOTARY PUBLIC
Print Name: _____
Commission No.: _____
My Commission expires: _____



**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

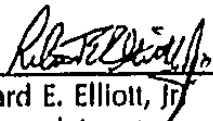
In compliance with Section 48.091 and 607.0505, Florida Statutes, the following is submitted:

RICK ELLIOTT ENTERPRISES, INC., desiring to organize as a corporation under the laws of the State of Florida with its principal place of business at 1905 Bonanza Court, Winter Park, Seminole County, Florida 32792 and its registered office at the same address, has named and designated Richard E. Elliott, Jr. as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the said corporation; and I further agree to comply with the provisions of Section 48.091, Florida Statutes and all other statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 8th day of February, 1996.


Richard E. Elliott, Jr.
Registered Agent

FILED
96 FEB 14 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA